

**EXHIBIT A**

MORRISON & FOERSTER LLP  
1290 Avenue of the Americas  
New York, New York 10104  
Telephone: (212) 468-8000  
Facsimile: (212) 468-7900  
Gary S. Lee  
Lorenzo Marinuzzi  
Erica J. Richards  
Meryl L. Rothchild

*Counsel for the Debtors and  
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

\_\_\_\_\_  
In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.  
\_\_\_\_\_

)  
) Case No. 12-12020 (MG)

)  
) Chapter 11

)  
) Jointly Administered  
)

**CERTIFICATION UNDER GUIDELINES FOR FEES AND DISBURSEMENTS  
FOR PROFESSIONALS IN RESPECT OF THE THIRD INTERIM  
APPLICATION OF MORRISON & FOERSTER LLP AS BANKRUPTCY  
COUNSEL FOR THE DEBTORS FOR COMPENSATION AND  
REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD  
MAY 1, 2013 THROUGH AUGUST 31, 2013**

I, Lorenzo Marinuzzi, hereby certify that:

1. I am a partner with the applicant firm, Morrison & Foerster LLP (the “**Firm**”), which serves as bankruptcy counsel to Residential Capital, LLC., *et al.*, as debtors and debtors in possession (collectively, the “**Debtors**”).

2. This certification is made in respect of the Firm’s compliance with *General Order M-447, Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, effective as of January 29, 2013* (the “**Local Guidelines**”), the

United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 effective January 30, 1996 (the “**UST Guidelines**” and, together with the Amended Local Guidelines, the “**Guidelines**”), and the *Order to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* (the “**Interim Compensation Order**”) [Docket No. 172], in connection with the Firm’s application, dated November 18, 2013 (the “**Application**”), for interim compensation and reimbursement of expenses for the period commencing May 1, 2013 through and including August 31, 2013, in accordance with the Guidelines.

3. In respect of Section B.1 of the Local Guidelines, I certify that:

- (a) I have read the Application;
- (b) to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and expenses sought fall within the Guidelines;
- (c) the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by the Firm and generally accepted by the Firm’s clients; and
- (d) in providing the reimbursable services reflected in the Application, the Firm did not make a profit on those services, whether performed by the Firm in-house or through a third party.

4. In respect of Section B.2 of the Local Guidelines and as required by the Interim Compensation Order, I certify that the Firm has complied with the provisions requiring it to provide the United States Trustee for the Southern District of New York and the Debtors and their attorneys with a statement of the Firm’s fees and expenses accrued during the previous month although, due to administrative limitations, such statements were not always provided within the timetables set forth in the Local Guidelines and the Interim Compensation Order.

5. In respect of Section B.3 of the Amended Local Guidelines, I certify that the Debtors, their attorneys, and the United States Trustee for the Southern District of New York are each being provided with a copy of the Application.

6. I certify that any airfare for which reimbursement is sought under this Application was for a coach class or economy fare. In addition, I certify that cars and cabs taken to and/or from the Court by the Applicant's professionals, when taken after 8:00 a.m. and before 8:00 p.m., were for the purpose of that professional's transportation of voluminous hearing materials.

Dated: November 18, 2013

/s/ Lorenzo Marinuzzi

Lorenzo Marinuzzi

Gary S. Lee

Erica J. Richards

Meryl L. Rothchild

MORRISON & FOERSTER LLP

1290 Avenue of the Americas

New York, New York 10104

Telephone: (212) 468-8000

Facsimile: (212) 468-7900

*Counsel for the Debtors and  
Debtors in Possession*